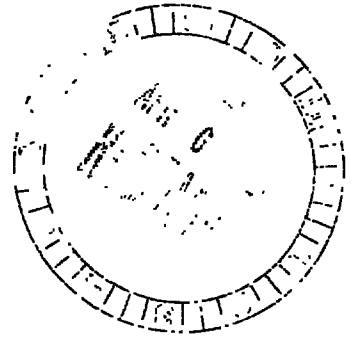




RECORDATION NO. 29732 FILED

APR 06 '11 -12 30 PM



March 28, 2011

Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423

**SURFACE TRANSPORTATION BOARD**

Dear Sir/Madam:

Please find enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) one original and two copies of the Memorandum of Railcar Lease Agreement, dated March 1, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Tealinc, Ltd.  
1606 Rosebud Creek Road  
Forsyth, MT 59327

Lessee: The Western Sugar Cooperative  
7555 E. Hampden Ave, Ste. 600  
Denver, CO 80231

A description of the railroad equipment covered by the enclosed document is:

One Hundred Ninety-Eight (198) open top hopper railcars with the numbers JOBX 1101 through JOBX 1298 inclusive as more particularly set forth in the schedule attached to the document.

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1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: darell@tealinc.com


A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is our check in the amount of \$41.00 payable to the Surface Transportation Board for the required recordation fee.

Please kindly return the file-stamped original/copy of the enclosed document to the undersigned.

Sincerely,

A handwritten signature in cursive script that reads "Tammy R. Luther".

Tammy R. Luther

/tl  
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

APR 08 '11 -12 30 PM

THIS MEMORANDUM OF RAIL CAR LEASE AGREEMENT is made and entered into as of ~~SURFACE LEASE AGREEMENT~~ March 1, 2011 by and between **Tealine, Ltd** ("Lessor") a Montana corporation and **The Western Sugar Cooperative** ("Lessee") a Colorado cooperative corporation, with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No.030111 dated March 1, 2011 and Schedule No 030111 dated March 1, 2011 by and between Lessor and Lessee hereinafter referred to as the "Lease".

2. Pursuant to Schedule No. 030111 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the open top hopper Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

**LESSOR:****Tealine, Ltd**Signed: *Darell J. Luther*Print Name: **Darell J. Luther**Title: **President****1606 Rosebud Creek Road  
Forsyth, MT 59327****Phone: 406-347-5237  
Facsimile: 406-347-5239****LESSEE:****The Western Sugar Cooperative**Signed: *Tyler Mathew*Print Name: **TYLER MATHEW**Title: **CEO****7555 E. Hampden Avenue  
Suite 600  
Denver, CO 80231****Phone: 303-813-3552  
Facsimile: 303-813-4084**

# **EXHIBIT A** **To** **MEMORANDUM OF RAIL CAR LEASE AGREEMENT**

Line Item	Year	Month	Day	Initial	Year	Month	Day	Total Count	Year	Month	Day	Total Count	Year	Month	Day
1	1988	12	15	11	1988	12	15	91	1988	12	15	136	1988	12	15
2	1988	12	16	11	1988	12	16	92	1988	12	16	137	1988	12	16
3	1988	12	17	11	1988	12	17	93	1988	12	17	138	1988	12	17
4	1988	12	18	11	1988	12	18	94	1988	12	18	139	1988	12	18
5	1988	12	19	11	1988	12	19	95	1988	12	19	140	1988	12	19
6	1988	12	20	11	1988	12	20	96	1988	12	20	141	1988	12	20
7	1988	12	21	11	1988	12	21	97	1988	12	21	142	1988	12	21
8	1988	12	22	11	1988	12	22	98	1988	12	22	143	1988	12	22
9	1988	12	23	11	1988	12	23	99	1988	12	23	144	1988	12	23
10	1988	12	24	11	1988	12	24	100	1988	12	24	145	1988	12	24
11	1988	12	25	11	1988	12	25	101	1988	12	25	146	1988	12	25
12	1988	12	26	11	1988	12	26	102	1988	12	26	147	1988	12	26
13	1988	12	27	11	1988	12	27	103	1988	12	27	148	1988	12	27
14	1988	12	28	11	1988	12	28	104	1988	12	28	149	1988	12	28
15	1988	12	29	11	1988	12	29	105	1988	12	29	150	1988	12	29
16	1988	12	30	11	1988	12	30	106	1988	12	30	151	1988	12	30
17	1988	12	31	11	1988	12	31	107	1988	12	31	152	1988	12	31
18	1988	12	1	11	1988	12	1	108	1988	12	1	153	1988	12	1
19	1988	12	2	11	1988	12	2	109	1988	12	2	154	1988	12	2
20	1988	12	3	11	1988	12	3	110	1988	12	3	155	1988	12	3
21	1988	12	4	11	1988	12	4	111	1988	12	4	156	1988	12	4
22	1988	12	5	11	1988	12	5	112	1988	12	5	157	1988	12	5
23	1988	12	6	11	1988	12	6	113	1988	12	6	158	1988	12	6
24	1988	12	7	11	1988	12	7	114	1988	12	7	159	1988	12	7
25	1988	12	8	11	1988	12	8	115	1988	12	8	160	1988	12	8
26	1988	12	9	11	1988	12	9	116	1988	12	9	161	1988	12	9
27	1988	12	10	11	1988	12	10	117	1988	12	10	162	1988	12	10
28	1988	12	11	11	1988	12	11	118	1988	12	11	163	1988	12	11
29	1988	12	12	11	1988	12	12	119	1988	12	12	164	1988	12	12
30	1988	12	13	11	1988	12	13	120	1988	12	13	165	1988	12	13
31	1988	12	14	11	1988	12	14	121	1988	12	14	166	1988	12	14
32	1988	12	15	11	1988	12	15	122	1988	12	15	167	1988	12	15
33	1988	12	16	11	1988	12	16	123	1988	12	16	168	1988	12	16
34	1988	12	17	11	1988	12	17	124	1988	12	17	169	1988	12	17
35	1988	12	18	11	1988	12	18	125	1988	12	18	170	1988	12	18
36	1988	12	19	11	1988	12	19	126	1988	12	19	171	1988	12	19
37	1988	12	20	11	1988	12	20	127	1988	12	20	172	1988	12	20
38	1988	12	21	11	1988	12	21	128	1988	12	21	173	1988	12	21
39	1988	12	22	11	1988	12	22	129	1988	12	22	174	1988	12	22
40	1988	12	23	11	1988	12	23	130	1988	12	23	175	1988	12	23
41	1988	12	24	11	1988	12	24	131	1988	12	24	176	1988	12	24
42	1988	12	25	11	1988	12	25	132	1988	12	25	177	1988	12	25
43	1988	12	26	11	1988	12	26	133	1988	12	26	178	1988	12	26
44	1988	12	27	11	1988	12	27	134	1988	12	27	179	1988	12	27
45	1988	12	28	11	1988	12	28	135	1988	12	28	180	1988	12	28